Annual General Meeting of Shareholders

Rolinco N.V.

To be held on 24 May 2022

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ROBECO
The Investment Engineers

Robeco Afrika Fonds N.V.
Robeco Sustainable Global Stars Equities Fund N.V.
Rolinco N.V.

(les « Sociétés » ; sociétés d'investissement à capital variable de droit néerlandais)

Assemblée générale annuelle des actionnaires (les « AGA »)
qui se tiendront le 24 mai 2022 aux bureaux des Sociétés, Weena 850 à Rotterdam à :
13.15h pour Robeco Afrika Fonds N.V.
14.00h pour Robeco Sustainable Global Stars Equities Fund N.V.
15.30h pour Rolinco N.V.

Il est également possible de suivre l'assemblée en ligne via un streaming live. Vous recevrez de plus amples informations à ce sujet après votre inscription.
Si les circonstances le rendent nécessaire, nous pouvons décider de reporter les AGA seulement en ligne. Cette information sera communiquée de la manière habituelle et via www.robeco.com/riam. Ce site Internet contient également d'autres informations pertinentes relatives aux AGA. Les actionnaires qui veulent participer à une des assemblées sont invités à consulter ce site régulièrement.

Ordre du jour pour les AGA :
1. Ouverture et communications
2. Rapport du directoire sur la marche des affaires et sur la gestion de l'exercice écoulé
3. Arrêt des comptes annuels pour l'exercice 2021 (décision)
4. Détermination de la répartition du bénéfice (décision)
5. Quitus au directoire (décision)
6. Mandat de certification des comptes annuels à délivrer à KPMG Accountants N.V. pour l'exercice 2022 (décision)
7. Changement de langue du rapport annuel (décision, uniquement pour Robeco Sustainable Global Stars Equities Fund N.V. et Rolinco N.V.)
8. Divers et clôture

Les ordres du jour, les prospectus, les documents d'informations clés pour l'investisseur et les derniers rapports périodiques peuvent être consultés et sont disponibles gratuitement en néerlandais et en anglais auprès du siège de la Société (Weena 850, NL-3014 DA Rotterdam), ainsi qu'auprès de CACEIS Belgium N.V. (qui assure le service financier, Avenue du Port 86C Bte 320 à Bruxelles) et via www.robeco.be jusqu'à la clôture de l'assemblée. La valeur nette d'inventaire est communiquée sur le site Internet de BEAMA (www.beama.be/niw).
La date à laquelle les rapports annuels 2021 seront disponibles sera communiquée séparément.

Les personnes ayant droit de vote et étant habilitées à assister à une assemblée qui souhaitent assister à l'assemblée ou qui désirent se faire représenter lors de l'assemblée, peuvent s'inscrire via leur banque auprès de CACEIS Belgium S.A. à partir du 27 avril jusqu'au 17 mai 2022 inclus. Cette inscription doit être accompagnée d'une déclaration d'un établissement affilié au CIK dans laquelle est indiqué le nombre d'actions détenues à la date d'enregistrement (26 avril 2022) par la personne concernée ayant droit de vote ou étant habilitée à assister à l'assemblée.

Si vous assistez à l'assemblée aux bureaux des Sociétés, vous pouvez exercer votre droit de vote lors de l'assemblée. Si vous souhaitez suivre l'assemblée en ligne via le streaming live, vous pouvez exercer votre droit de vote avant l'assemblée au moyen d'une procuration ou en utilisant un formulaire de vote au plus tard une semaine avant l'assemblée concernée et vous pouvez envoyer vos questions concernant les points à l'ordre du jour à meetings@robeco.nl au plus tard 72 heures avant l'assemblée concernée. Si vous ne pouvez pas assister à l'assemblée, vous pouvez exercer votre droit de vote au moyen d'une procuration. Dans tous les cas, vous devez vous inscrire à l'assemblée de la manière décrite ci-dessus.

Les formulaires de procuration et formulaires de vote sont disponibles gratuitement via www.robeco.be et auprès de CACEIS Belgium N.V. La procuration écrite ou le formulaire de vote doivent être reçus à l'une des adresses indiquées sur le formulaire au plus tard le 17 mai 2022.

Les directoires — Rotterdam, le 11 avril 2022

Rolinco N.V.

(the Company, investment company with variable capital)

ANNUAL GENERAL MEETING
OF
SHAREHOLDERS

to be held on 24 May 2022 at 15:30 hours at the office of the Company, Weena 850, Rotterdam.
Shareholders can also follow the meeting via a live stream.

A G E N D A

1. **Opening and announcements**

2. **Report of the management board for the past financial year**
   Questions will be answered.

3. **Adoption of the annual financial statements for the 2021 financial year (decision)**
   It is proposed to approve the annual financial statements for the year 2021 as published.

4. **Confirmation of the profit appropriation (decision)**
   It is proposed to pay out the following (gross) dividends:
   - on shares Rolinco: EUR 0.80 (previous year EUR 0.80)
   - on shares Rolinco - EUR G: EUR 0.80 (previous year EUR 0.80)

   with payment date 29 June 2022.

   This proposal is based mainly on the taxable profits for the purposes of the distribution requirement under the applicable tax regime and the number of shares outstanding on 31 December 2021. If legislation and regulations or changes to the number of outstanding shares necessitate this, an amended dividend proposal will be submitted to the General Meeting of Shareholders.
   The fund is required to deduct 15% Dutch dividend tax on these dividend payments, which will be borne by the shareholders.

5. **Discharge of the management board (decision)**
   It is proposed to grant a release from liability *["decharge"]* to the management board for its management.

6. **Granting of the assignment to audit the 2022 annual financial statements to KPMG Accountants N.V. (decision)**
   Although the auditor must be reappointed every year, Robeco aims at a long-term relationship with an auditor, as it always takes some time to develop workable processes and to build up knowledge and skills and then use them.
   It is proposed to grant the assignment to audit the financial statements for the 2022 financial year to KPMG Accountants N.V.

7. **Changing the language of the formal annual report (decision)**
   It is therefore proposed to change the language of the formal annual report from Dutch to English with effect from the annual report for the 2022 financial year, please refer to the annex for an explanation.

8. **Any other business and closure**

Annex to the agenda for the General Meeting of Shareholders of
Rolinco N.V., to be held on 24 May 2022

Proposal to change the language of the formal annual reports

Since the outsourcing of the Company's administration to J.P. Morgan, the draft annual reports are prepared in English. Pursuant to Sections 2:362 and 2:392 of the Dutch Civil Code, an annual report must be drawn up in Dutch (unless the AGM decides otherwise). That is why, in the final phase of the process, a Dutch translation must be made and checked by the external auditor. This is complicated and time-consuming, and also leads to additional costs and risks.

It is therefore proposed to change the language of the formal annual report from Dutch to English with effect from the annual report for the 2022 financial year.
A Dutch translation will remain available to the fund's Dutch shareholders.

Pursuant to Sections 2:362 and 2:392 of the Dutch Civil Code, the proposed change in the language of the annual report requires a resolution of the AGM. Such a decision requires an absolute majority of votes.

ROBECO

Proxy form

For holders of ordinary and cumulative preference shares in Rolinco N.V.
for the Annual General Meeting of Shareholders
to be held on 24 May 2022 (the 'AGM')

The undersigned,

Name: ____
Address: ____
Place of residence: ____
Telephone number: ____

hereby declares that he/she:

- has registered for the meeting of shareholders mentioned above as a holder of ______[number] shares Rolinco;
- has registered for the meeting of shareholders mentioned above as a holder of ______[number] shares Rolinco – EUR G;
- has registered for the meeting of shareholders mentioned above as a holder of ______[number] cumulative preference shares Rolinco;

and hereby gives mandate and power of attorney to:

☐ Mr./Ms ____
____ [name and address]

☐ a proxy to be appointed by Rolinco N.V.

This proxy will represent him/her and speak and vote on his/her behalf at the AGM in the manner described below:

Meeting item	In favor*	Against*	Abstain*
3. Adoption of the annual financial statements for the 2021 financial year			
4. Confirmation of the profit appropriation			
5. Discharge of the management board			
6. Granting of the assignment to audit the 2022 annual financial statements to KPMG Accountants N.V.			
7. Changing the language of the formal annual report			

This proxy remains valid if the AGM is held on a later date.

Signed in ______________________ on ______________________

______________________ ______________________

Name and signature

This form must be sent to the Robeco Group Secretariat, preferably by e-mail to Meetings@robeco.nl, or by regular mail to Weena 850, 3014 DA Rotterdam and must be received on **17 May 2022** at the latest.

* Check the boxes as appropriate. Only fully completed forms will be processed. In case no voting instructions are given, the proxy may vote as he or she sees fit.

Voting form

**For holders of ordinary and cumulative preference shares in Rolinco N.V.
for the Annual General Meeting of Shareholders
to be held on 24 May 2022 (the 'AGM')**

The undersigned,

Name: ______________________________
Address: ______________________________
Place of residence: ______________________________
Telephone number: ______________________________

hereby declares that he/she
- has registered for the meeting of shareholders mentioned above as a holder of ______[number] shares Rolinco;
- has registered for the meeting of shareholders mentioned above as a holder of ______[number] shares Rolinco – EUR G;
- has registered for the meeting of shareholders mentioned above as a holder of ______[number] cumulative preference shares Rolinco;

and casts his/her vote as below:

Meeting item	In favor*	Against*	Abstain*
3. Adoption of the annual financial statements for the 2021 financial year			
4. Confirmation of the profit appropriation			
5. Discharge of the management board			
6. Granting of the assignment to audit the 2022 annual financial statements to KPMG Accountants N.V.			
7. Changing the language of the formal annual report			

This vote remains valid if the AGM is held on a later date.

Signed in ______________________ on ______________________

______________________ ______________________

Name and signature

This form must be sent to the Robeco Group Secretariat, preferably by e-mail to Meetings@robeco.nl, or by regular mail to Weena 850, 3014 DA Rotterdam and must be received on **17 May 2022** at the latest.

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